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U.S. DEPT. OF JUSTICE

## FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

December 6, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated March 3, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Canadian National Railway Company  
935 de La Gauchetiere St. West  
Montreal, Quebec H3B 2M9  
Canada


A description of the railroad equipment covered by the enclosed document is for one hundred (100) gondola cars having NOKL and SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosures

(CN149)

ASSIGN. NO. CN149

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE – RIDER NO. 33**

**THIS MEMORANDUM OF LEASE** (the “Memorandum of Lease”) is made and entered into as of March 3, 2011, by and between the Montreal branch of First Union Rail Corporation (“Lessor”), a North Carolina corporation, and Canadian National Railway Company (“Lessee”), a Canadian corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the “Agreement”) and Rider No. 33 thereto dated as of March 3, 2011 (the “Rider”) whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:****FIRST UNION RAIL CORPORATION**Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:****CANADIAN NATIONAL RAILWAY COMPANY**Name: John A.N. LamontTitle: Sr. Manager, Asset FinanceSignature: 

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred (100).

DESCRIPTION OF CARS: Mill Gondolas.

CAR NUMBERS:

NOKL 320081	NOKL 320364	SMW 320100	SMW 320920
NOKL 320092	NOKL 320365	SMW 320318	SMW 320924
NOKL 320093	NOKL 320366	SMW 320320	SMW 320996
NOKL 320104	NOKL 320367	SMW 320329	SMW 321069
NOKL 320116	NOKL 320368	SMW 320337	
NOKL 320122	NOKL 320369	SMW 320342	
NOKL 320134	NOKL 320371	SMW 320343	
NOKL 320136	NOKL 320373	SMW 320344	
NOKL 320142	NOKL 320374	SMW 320346	
NOKL 320144	NOKL 320375	SMW 320354	
NOKL 320146	NOKL 320376	SMW 320386	
NOKL 320147	NOKL 320382	SMW 320396	
NOKL 320155	NOKL 320383	SMW 320426	
NOKL 320159	NOKL 320389	SMW 320427	
NOKL 320168	NOKL 320391	SMW 320437	
NOKL 320171	NOKL 320392	SMW 320445	
NOKL 320177	NOKL 320398	SMW 320452	
NOKL 320191	NOKL 320399	SMW 320459	
NOKL 320201	NOKL 320826	SMW 320461	
NOKL 320202	NOKL 320953	SMW 320465	
NOKL 320203	NOKL 320975	SMW 320467	
NOKL 320237	NOKL 320988	SMW 320472	
NOKL 320249	NOKL 321564	SMW 320617	
NOKL 320265	NOKL 321568	SMW 320640	
NOKL 320281	NOKL 321605	SMW 320669	
NOKL 320294	NOKL 321629	SMW 320676	
NOKL 320356	NOKL 321636	SMW 320777	
NOKL 320358	NOKL 321647	SMW 320780	
NOKL 320359	NOKL 322034	SMW 320806	
NOKL 320360	NOKL 322064	SMW 320914	
NOKL 320362	NOKL 322184	SMW 320918	
NOKL 320363	NOKL 322197	SMW 320919	